

**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF
MANYDEV STUDIO SE**

The Management Board of Manydev Studio SE (hereinafter referred to as the Company) hereby announces the content of draft resolutions to be adopted at the Extraordinary General Meeting of the Company convened for 17th of February 2022 at 11:00 in the Notary Office of Bartosz Walenda, at Dzielna 72, premises 43, 01-029 Warsaw.

Resolution no. 1

Of the Extraordinary General Meeting of

**MANYDEV STUDIO SE with its registered office in Warsaw (hereinafter referred to as: "the
Company")**

of 17th of February 2022

on electing the Chairperson of the Extraordinary General Meeting

Acting pursuant to art. 409 § 1 of the Commercial Companies Code, the Extraordinary :

§ 1 To elect a Chairman of the Extraordinary General Meeting of the Company being held on 17th of February 2022 Mr/Ms _____ .

§ 2 The resolution comes into force upon adoption."

GROUND FOR THE DRAFT RESOLUTION OF THE GENERAL MEETING

The resolution concerns a point of order.

The election of the Chairman of the General Meeting is a statutory requirement provided for in Article 409 § 1 of the Commercial Companies Code. Pursuant to the provisions of the aforementioned provision, the Chairperson of the General Meeting is responsible for the course of the General Meeting, makes decisions on whether to take part in the voting, gives the floor, states the contents of the resolutions to be voted on, and also confirms after the voting whether they have been adopted. Without the election of a Chairman, the General Meeting is not competent to adopt effective resolutions.

„Resolution no. 2

Of the Extraordinary General Meeting of

MANYDEV STUDIO SE with its registered office in Warsaw

of 17th of February 2022

on the adoption of the agenda of the Extraordinary General Meeting

The Extraordinary General Meeting of the Company resolves as follows:

§ 1 The following agenda of the Extraordinary General Meeting is adopted:

1. Opening of the Meeting.
2. Election of the Chairman of the Meeting.
3. Confirmation of the legality of convening the General Meeting and its capacity to adopt binding resolutions.
4. Approval of the agenda of the Meeting.

5. Presentation of a written opinion by the Company's Management Board justifying the reasons for depriving the shareholders of the preemptive right to series I shares and the proposed issue price for the shares or the manner of its determination.
6. Adopting resolution on the following issues:
 - 1) increasing the Company's share capital through the issue of series I bearer shares, carried out as a private placement, with complete deprivation of preemptive rights of existing shareholders, and a related amendment to § 6 of the Company's Articles of Association,
 - 2) granting consent by the Extraordinary General Meeting to apply for admission of series I shares and allotment certificates to trading under a public offering on the regulated market operated by the Warsaw Stock Exchange, and granting authorization to the Company's Management Board in this respect,
 - 3) amendment of the Company's Articles of Association,
 - 4) amendments to the Regulations of the General Meeting of the Company,
7. Closing of the Meeting.

§ 2 The resolution comes into force upon its adoption."

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

The resolution is of a procedural nature.

The General Meeting is obliged to adopt the agenda and proceed in accordance with it pursuant to Articles 404 § 1 and 409 § 2 of the Commercial Companies Code.

„Resolution no. 3

Of the Extraordinary General Meeting of

MANYDEV STUDIO SE with its registered office in Warsaw

of 17th of February 2022

increase in the Company's share capital through the issue of series I bearer shares carried out in a private placement, with the existing shareholders' preemptive rights fully waived, and the related amendment to par. 6 of the Company's Articles of Association.

Acting pursuant to art. 431 §1 and §2 item 1 and art. 433 §2 of the Commercial Companies Code, and art. 310 §2 in connection with art. 431 §7 of Commercial Companies Code, the Extraordinary General Meeting adopts the following resolution:

§1

1. The share capital of the Company shall be increased by an amount not exceeding 36 000 EURO (thirty six thousand euro).
2. The increase in the Company's share capital referred to in section 1 above will be effected by issuing no more than 1 800 000 (one million eight hundred thousand) series I ordinary bearer shares with a nominal value of EUR 0.02 (two eurocents) each (hereinafter: "**Series I Shares**").
3. The issue price of series I shares is set at 0.22 EUR (in words: twenty two eurocents) per share.
4. The Series I Shares shall participate in the dividend on the following terms:

a. if Series I Shares are issued or recorded for the first time in the securities account no later than on the dividend date established in the resolution of the general meeting on profit distribution, they shall participate in the dividend starting from the profit for the previous financial year, i.e. from 1 January of the financial year preceding the direct year in which such Series I Shares were issued or recorded for the first time in the securities account,

b. if the Series I Shares are issued or recorded for the first time in the securities account on a date after the dividend date established by a resolution of the general meeting on profit distribution, they shall participate in the dividend starting with the profit for the financial year in which the shares were issued or recorded for the first time in the securities account, i.e. from 1 January of that financial year.

5. Series I Shares shall be covered with cash contributions prior to the registration of the share capital increase through the issue of Series I Shares.

6. Series I Shares shall be taken up by way of the Company's offer to designated addressees, not exceeding 10, indicated by the Company's Management Board at its sole discretion, and acceptance thereof in writing under pain of invalidity by such addressees, pursuant to Article 431 § 2(1) of the Commercial Companies Code (private subscription). The Management Board is authorised to direct the offer to take up series I shares to selected entities, in the number not exceeding 10 (ten) persons, and to conclude agreements with selected entities, which shall accept the proposal to conclude relevant agreements.

7. Pursuant to Article 432 § 1 item. 6 of the Commercial Companies Code, the Company's Management Board is hereby authorised to set the dates for opening and closing the subscription, the manner and conditions of submitting subscriptions for series I shares and the principles of payment thereof.

8. Series I shares subscription agreements with entities selected by the Company's Management Board shall be concluded within 45 days of the adoption of this resolution.

9. Series I shares shall not be in the form of a document (dematerialized shares) and shall be subject to dematerialization on the principles laid down in the Act of 29 July 2005 on public offering

29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading, and on public companies (i.e. Journal of Laws of 2020, item 2080, as amended) and other relevant legal acts governing the public offering of securities.

§2

In the interest of the Company, the existing shareholders' subscription rights to series I shares shall be entirely waived. The opinion of the Management Board regarding the deprivation of the preemptive right to series I shares presented to the General Meeting is acknowledged.

§3

The Extraordinary General Meeting of the Company authorises the Board of Directors to take all factual and legal actions necessary for the implementation of this resolution and the registration of the increase of the Company's share capital, including in particular to:

a) indicate the entities to which the offer to take up Series I shares will be addressed, pursuant to § 1, par. 6 of this resolution;

b) submit offers of taking up series I shares to the persons indicated by the Management Board and concluding contracts for taking up series I shares pursuant to the procedure 431 § 2 item 1 of the Commercial Companies Code;

c) submit, in the form of a notarial deed, a declaration on the amount of the Company's share capital taken up, in which the Management Board shall specify the amount of the Company's share capital, pursuant to art. 310 § 2 and § 4 in connection with art. 431 § 7 of the Commercial Companies Code;

d) perform all necessary actions aimed at entering in the Register of Entrepreneurs of the National Court Register the change of data resulting from the adoption of this resolution.

§4

In the event of the Management Board making a statement on the amount of the Company's share capital covered, as referred to in §3 point c) of this Resolution, the Extraordinary General Meeting, pursuant to Article 430 § 5 of the Code of Commercial Companies, authorises the Supervisory Board to prepare the uniform text of the Company's Articles of Association, taking into account the determination by the Management Board of the amount of the share capital in the Company's Articles of Association.

In connection with the increase of the share capital carried out on the basis of § 1 of this resolution, the Extraordinary General Meeting of the Company amends § 6 of the Company's Articles of Association in such a way that it receives the following new wording:

„ § 6

Share Capital

1. The Company's share capital is no more than EURO 456.000,00 (four hundred fifty six thousand).
2. The Company's share capital is divided into no more than 22.800.000 (twenty two million eight hundred thousand) shares with a nominal value of EUR 0.02 (two euro cents) per share.
3. The share capital shall be divided into:
 - A2 series shares in the number of 235,700 (two hundred and thirty-five thousand seven hundred) bearer shares from number 000.001 to number 235,700, with a nominal value of EUR 0.02 (two euro cents) each share;
 - B series shares in the number of 40,000 (forty thousand) bearer shares from number 00.001 to number 40,000, with a par value of EUR 0.02 (two euro cents) per share;
 - C series shares in the number 107,000 (one hundred and seven thousand) bearer shares from number 000.001 to number 107,000, with a par value of EUR 0.02 (two euro cents) per share;
 - D series shares in the number of 200,000 (two hundred thousand) bearer shares from number 000.001 to number 200,000, having the nominal value of EUR 0.02 (two euro cents) each share;
 - E series shares in the number of 600,000 (six hundred thousand) bearer shares from number 000,001 to number 600,000, having the nominal value of EUR 0.02 (two euro cents) each share;

- F series shares in the number of 5,076,300 (five million seventy-six thousand three hundred) bearer shares from number 0,000,001 to number 5,076,300, with a nominal value of EUR 0.02 (two euro cents) each share,
- G-series shares in the number of 741,000 (seven hundred and forty-one thousand) bearer shares from number 000,001 to number 741,000, in the nominal value of EUR 0.02 (two euro cents) each share,
- H-series shares in the number of 14,000,000 (fourteen million) bearer shares from number 00,000,001 to number 14,000,000, with a nominal value of EUR 0.02 (two euro cents) per share,
- no more than 1.800.000 (one million eight hundred thousand) series I bearer shares from number 00.000.001 to number 01.800.000, with a nominal value of EUR 0.02 (two euro cents) each share."

JUSTIFICATION OF THE DRAFT GENERAL MEETING RESOLUTION

Adoption of a resolution on increasing the Company's share capital is justified by the need to capitalise the Company and obtain funds for the development of its activities in the production of computer games.

„Resolution no. 4

Of the Extraordinary General Meeting of

MANYDEV STUDIO SE with its registered office in Warsaw

of 17th of February 2022

granting consent by the Extraordinary General Meeting to apply for admission of series I shares and allotment certificates to trading under a public offering on the regulated market operated by the Warsaw Stock Exchange, and granting authorization to the Company's Management Board in this respect

The Extraordinary General Meeting of ManyDev Studio SE, with its registered office in Warsaw (the "Company"), acting pursuant to Article 27 (2) (3a) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29, 2005 (the "Act on Public Offering") and Article 5 (8) of the Act on Trading in Financial Instruments of July 29, 2005 (the "Act on Trading in Financial Instruments"), hereby resolves as follows.

§ 1.

The General Meeting of the Company hereby resolves to apply for admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange ("WSE") of all the Series I Shares, i.e. after fulfilling the criteria and conditions required by the provisions of law enabling the admission to trading on that market.

§ 2.

1. In connection with the decision to apply for admission and introduction of Series I Shares to trading on the regulated market maintained by the WSE, the Extraordinary General Meeting of the Company hereby authorises the Company's Management Board to take all legal and factual actions necessary to perform this Resolution, in accordance with the applicable provisions of law, including in particular to take all actions necessary to admit and introduce the Company's Shares to trading on the regulated market maintained by the WSE and to submit all relevant motions or notifications to the Polish Financial Supervision Authority, the National Depository for Securities S.A. or the WSE.

2. At the same time, the Extraordinary General Meeting of the Company authorises the Management Board of the Company to decide to withdraw from the execution of this resolution or to suspend its execution on a date selected by the Management Board.

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

The adoption of the resolution is necessary due to the wording of Article 32 par. 6 of the Act on Trading, according to which: "A company whose shares are admitted to trading on a given official quotation market shall be obliged to apply for the admission to trading on that market of shares of the same type of a new issue, which are the subject of a public offer, no later than within 12 months from the date on which the subscription ends or the restriction of their transferability ceases - if such a restriction was established".

„Resolution no. 5

Of the Extraordinary General Meeting of

MANYDEV STUDIO SE with its registered office in Warsaw

of 17th of February 2022

on amending the Company's Articles of Association

Acting pursuant to art. 430 § 1 of the Commercial Companies Code and § 33 par. 1 pt. 7 of the Company Statute, the Extraordinary General Meeting of the Company adopts the following resolution:

§ 1

The Extraordinary General Meeting of the Company makes the following amendments to the Company's Articles of Association:

1. § 5 of the Articles of Association shall have following new wording:

„The object of the Company's activities is:

- 1) Publishing activities in the field of computer games (PKD 58.21.Z),
- 2) Activity connected with software (PKD 62.01.Z),
- 3) Publishing of newspapers (58.13.Z),
- 4) Publishing magazines and other periodicals (PKD 58.14.Z),
- 5) Other non-school forms of education not elsewhere classified (PKD 85.59.B),
- 6) Other publishing activities (PKD 58.19.Z),
- 7) Service activities related to preparing for printing (PKD 18.13.Z),
- 8) Reproduction of recorded media (PKD 18.20.Z),
- 9) Manufacture of games and toys (PKD 32.40.Z),
- 10) Wholesale of computers, peripheral devices and software (PKD 46.51.Z)

11) Translation activities (74.30.Z).”

2. Paragraph 7 of the Articles of Association shall be repealed.

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

The amendment of § 5 of the Articles of Association is justified by the need to remove from the Company's Articles of Association the PKD codes which are not related to the Company's operating activities.

Adoption of a resolution on repealing § 7 of the Articles of Association results from the fact that persons who were granted subscription warrants issued pursuant to the resolution on conditional increase in share capital exercised their right to subscribe for series H shares. The Company's capital was increased by the entire amount of the conditional share capital increase. Adoption of the resolution is therefore aimed at updating the Articles of Association.

„Resolution no. 6

Of the Extraordinary General Meeting of

MANYDEV STUDIO SE with its registered office in Warsaw

of 17th of February 2022

on amendments to the Rules of Procedure of the General Meeting of the Company

Acting pursuant to § 33 para. 1 item. 7 of the Company's Articles of Association and § 15 of the Regulations of the General Meeting, the Extraordinary General Meeting of the Company adopts the following::

1. § 11.7 of the Regulations of the General Meeting shall have the following new wording::

„Provision is made for the possibility of a Shareholder to participate and speak at the General Meeting using means of electronic communication, as well as the possibility of casting votes at the General Meeting by correspondence”.

2. § 11.8 of the Regulations of the General Meeting shall have the following new wording:

„A power of attorney to participate in the General Meeting and to exercise voting rights should be granted in writing or in electronic form and attached to the minutes of the General Meeting. A shareholder shall notify the Company about granting the power of attorney in electronic form before the date of the General Meeting at the following e-mail address: kontakt@manydevstudio.pl. The notification shall be accompanied by a scan of the document granting the power of attorney and signed by the principal”.

1. § 14.3 of the Regulations of the General Meeting shall have the following new wording:

„Shareholders representing at least half of the share capital or at least half of the total votes in the Company may convene an Extraordinary General Meeting. In such a case the Shareholders shall notify the Management Board of the Company in writing or in the electronic form at the e-mail address: kontakt@manydevstudio.pl about convening the Meeting within the time limit enabling the Management Board to perform the activities referred to in Articles 402¹ - 402² of the Commercial Companies Code”.

3. § 14.4 of the Regulations of the General Meeting shall have the following new wording:

„The Extraordinary General Meeting is convened by the Management Board on its own initiative, at the written request of the Supervisory Board or at the request of Shareholders representing at least one twentieth of the share capital. The request should be submitted to the Management Board in writing or in electronic form to the following e-mail address: kontakt@manydevstudio.pl”.

4. § 14.5 of the Regulations of the General Meeting shall have the following new wording:

„A Shareholder or Shareholders representing at least one-twentieth of the share capital may request that certain matters be placed on the agenda of the next General Meeting. The request should be submitted to the Management Board in writing or in an electronic form to the e-mail address: kontakt@manydevstudio.pl not later than 21 days before the set date of the Meeting and should include a justification or a draft resolution concerning the proposed item on the agenda”.

JUSTIFICATION OF THE DRAFT RESOLUTION OF THE GENERAL MEETING

The amendments to § 11.8, § 14.3, § 14.4, 4, § 14.5 of the Rules of Procedure of the General Shareholders Meeting are of editorial nature and result from change of the Company's name and e-mail address..

The change of § 14.5 of the Rules of Procedure of the General Meeting is the need to improve voting at the General Meeting by introducing the possibility for a shareholder to participate and express himself at the General Meeting by means of electronic communication as well as the possibility to cast votes at the General Meeting by mail..